

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

IDAHO ASSOCIATION OF COUNTIES

was filed in the office of the Secretary of State on the **fourth** day of **August** A. D. One Thousand Nine Hundred **seventy-six** and is ^{to be} ~~duly~~ recorded on ~~Film~~ ~~Microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **4th** day of **August** A.D., 19 **76**.

Secretary of State.

ARTICLES OF ASSOCIATION

OF

IDAHO ASSOCIATION OF COUNTIES

(A non-profit cooperative association organized pursuant to Chapter 10, Title 30, Idaho Code)

WE, the undersigned, desiring to form a corporation pursuant to the Non-profit Cooperative Association Act of the State of Idaho do hereby certify as follows:

ARTICLE I

Name of the Association shall be the Idaho Association of Counties.

ARTICLE II

Non-profit Purpose. The Association is formed exclusively for purposes for which an association may be formed under the non-profit cooperative association law, and not for pecuniary profit or financial gain. No part of the assets, income, or profit of the Association shall be distributable to, or inure to the benefit of, its members, its directors, or its officers, except to the extent permitted under the non-profit cooperative association law. The corporation shall not operate any service for its members, or take any steps which will serve to facilitate the transaction of specific business by its members or the elected representatives of its members, nor shall it in any way promote private interest of any person.

ARTICLE III

Purposes. The purposes for which the Association is organized are:

A) To associate the county officials and county officials' organizations of the State of Idaho into an Association for the purposes of the cooperative promotion of the interest of county government in Idaho.

B) To coordinate the programs of the member associations;

C) To submit reports and recommendations to the governor and the legislature of the State of Idaho.

D) To provide a center for collecting, compiling and distributing information about the county government in Idaho.

E) To provide assistance in litigation or to become a party to litigation in the name of the Association or any of its member groups, in order to determine rights or liabilities of counties or county officials.

F) To do all things necessary, including the employment of administrators, counsel, and staff, to effect the objects and the goals set forth herein.

G) In furtherance of its corporate purposes, the Association shall have all the general powers enumerated in Chapter 10, Title 30, Idaho Code, including those incorporated by reference therein.

ARTICLE IV

Scope of Activity. The Association shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper, for the furtherance, accomplishment, fostering, or attainment of any and all of the purposes for which the Association is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Association shall exercise only such powers and engage only in such activities as are set forth or permitted under the Non-profit Cooperative Association Act of the State of Idaho.

ARTICLE V

Income and Distribution. No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation and or expenses may be paid for services rendered to or for the Association affecting one or more of its purposes), and no member, trustee, director, or officer of the Association or any private individual shall be entitled to share in the distribution of any of the Association assets upon dissolution of the Association.

ARTICLE VI

Place of Operation. The operations of the Association are to be conducted principally within the State of Idaho.

ARTICLE VII

Principal Office. The Association's principal office shall be located in Boise, County of Ada, State of Idaho.

ARTICLE VIII

Address for Notice. The address to which the Secretary of State or any other person shall mail a copy of any Notice required by law, is 817 Franklin Street, Boise, Idaho, 83702.

ARTICLE IX

Registered Agent. The Association designates Dean Huntsman, who resides at 8420 Golse Drive, Boise, Idaho, and whose business address is 817 West Franklin Street, Boise, Idaho, its registered agent in this State upon whom process against the Association may be served.

ARTICLE X

Number of Directors. The number of directors shall be not less than five nor more than eighteen.

ARTICLE XI

Names of Directors. The names and addresses of the directors, until the first annual meeting of the corporation are as follows:

John W. Crutcher
Valley County Courthouse
Cascade, Idaho 83611

Ralph Coates
Payette County Courthouse
Payette, Idaho 83661

Artell Suiter
Bonnevill County Courthouse
Idaho Falls, Idaho 83401

Mary Kautz
Washington County Courthouse
Weiser, Idaho 83672

John J. Wasden
Bonnevill County Courthouse
Idaho Falls, Idaho 83401

Norma Slade
Latah County Courthouse
Moscow, Idaho 83843

Kenneth Wharton
Oneida County Courthouse
Malad City, Idaho 83252

Beverly Ragan
Benewah County Courthouse
St. Maries, Idaho 83861

Marjorie Jonasson
Ada County Courthouse Annex
Boise, Idaho 83701

Del Nicholson
Blaine County Courthouse
Railey, Idaho 83333

Willard S. Wray
Bingham County Courthouse
Blackfoot, Idaho 83221

Merl E. Leonard
Twin Falls County Courthouse
Twin Falls, Idaho 83301

ARTICLE XII

Members of the Association. The members of all the Associations of County Officials who are county-elected officials, as defined by the Constitution of the State of Idaho and who have, by majority vote, designated the Idaho Association of Counties as their coordinating agency, and are county officials of a county whose Board of Commissioners has designated the Idaho Association of Counties as its coordinating agency by becoming contributing counties and paying dues as set forth by the organizing directors, shall be members of this Association. All other county-elected officials, as defined by the Constitution of the State of Idaho, may become individual members of the Association. Such members shall enjoy all rights and privileges as other members.

ARTICLE XIII

Age of Subscribers. Each of the subscribers to this Certificate is of the age of eighteen (18) years or over.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate of Association this April 14, 1976.

Subscribers

May Gant

John W. Hutter

Kenneth L. Gray

Norman H. Stued

Med. Thomas

Benny Bagan

John J. Harder

Edward M. LaCrosse

Marjorie Johnson

Earle Carter

Kenneth L. Wharton

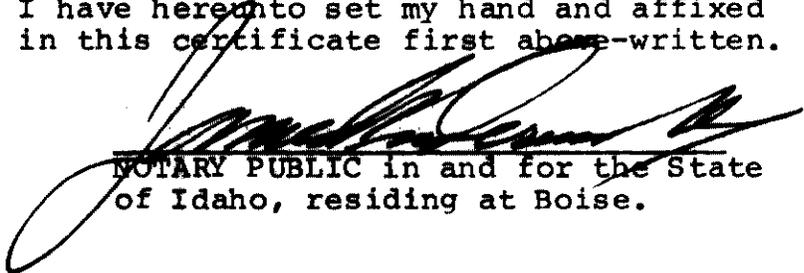
STATE OF IDAHO)
)
COUNTY OF ADA)

On this 11 day of April, 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared the following persons:

John W. Crutcher
Ralph Coates
Artell Suiter
Mary Kautz
John J. Wasden
Norma Slade
Kenneth Wharton
Beverly Ragan
Marjorie Jonasson
Del Nicholson
Willard S. Wray
Merl E. Leonard

known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year in this certificate first above-written.


NOTARY PUBLIC in and for the State
of Idaho, residing at Boise.